

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (date of earliest event reported): **March 18, 2013**

QVC, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

333-184501
(Commission
File Number)

23-2414041
(I.R.S. Employer
Identification No.)

**1200 Wilson Drive
West Chester, Pennsylvania 19380**
(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: **(484) 701-1000**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 7.01. Regulation FD Disclosure.

Press Release Regarding Results of Tender Offers

On March 18, 2013, QVC, Inc. (the "Company"), an indirect wholly owned subsidiary of Liberty Interactive Corporation, announced the final results of its previously announced cash tender offer for any and all of its outstanding \$500 million in aggregate principal amount of 7.125% senior secured notes due 2017 (the "Any and All Notes") and the preliminary results of its previously announced cash tender offer (together with the cash tender offer for the Any and All Notes, the "Tender Offers") for up to \$250 million in aggregate principal amount of its 7.50% senior secured notes due 2019 (the "Dutch Auction Notes"). The expiration date for the Tender Offer for the Any and All Notes and the early tender deadline for the Tender Offer for the Dutch Auction Notes was 5:00 p.m., New York City time, on March 15, 2013. The Tender Offer for the Dutch Auction Notes will expire at 11:59 p.m., New York City time, on April 1, 2013. The full text of the press release announcing the results of the Tender Offers is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference into this Item 7.01.

Press Release Regarding Senior Secured Notes

On March 18, 2013, the Company announced the completion of the previously announced offering (the "Notes Offering") of \$750 million principal amount of new 4.375% senior secured notes due 2023 and \$300 million principal amount of new 5.950% senior secured notes due 2043 (collectively, the "Notes"). The Notes will be secured by a first-priority lien on the Company's capital stock. The net proceeds from the Notes Offering will be used, together with cash on hand, to fund the Company's Tender Offers. To the extent that the net proceeds from the sale of the Notes exceed the amount of funds required to purchase the notes tendered in the Tender Offers, then any excess funds will be used for general corporate purposes.

The Notes were offered pursuant to an exemption under the Securities Act of 1933, as amended (the "Securities Act"), only to qualified institutional buyers as permitted under Rule 144A of the Securities Act, or outside the United States to certain persons in reliance on Regulation S under the Securities Act. The Notes have not been registered under the Securities Act or the securities laws of any other jurisdiction and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements of the Securities Act. In connection with the Notes Offering, the Company has agreed, subject to certain conditions, to file a registration statement with the Securities and Exchange Commission with respect to an offer to exchange the Notes for registered notes having substantially identical terms.

The full text of the press release announcing the completion of the Notes Offering is attached as Exhibit 99.2 to this Current Report on Form 8-K and is incorporated by reference into this Item 7.01.

This Current Report on Form 8-K and the press releases attached hereto as Exhibits 99.1 and 99.2 are being furnished to the SEC under Item 7.01 of Form 8-K in satisfaction of the public disclosure requirements of Regulation FD and shall not be deemed "filed" for any purpose.

Item 9.01. Financial Statements and Exhibits.

- (d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release issued on March 18, 2013 regarding the Tender Offers.
99.2	Press Release issued on March 18, 2013 regarding the Notes.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: March 22, 2013

QVC, INC.

By: /s/ Daniel T. O'Connell

Name: Daniel T. O'Connell

Title: Executive Vice President, Chief Financial Officer and Treasurer

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EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release issued on March 18, 2013 regarding the Tender Offers.
99.2	Press Release issued on March 18, 2013 regarding the Notes.

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QVC Announces Final Results of Tender Offer for 7.125% Senior Secured Notes due 2017 and Preliminary Results of Tender Offer for 7.50% Senior Secured Notes due 2019

WEST CHESTER, Pa. (March 18, 2013) - QVC, Inc. announced today that, as of 5:00 p.m., New York City time, on March 15, 2013 (the **"Any and All Expiration Date"** and the **"Dutch Auction Early Tender Deadline"**), the following principal amounts of the outstanding senior secured notes have been tendered and accepted for purchase under the previously announced cash tender offers (the **"Offers"**) to purchase any and all of its outstanding \$500 million in aggregate principal amount of 7.125% Senior Secured Notes due 2017 (the **"Any and All Notes"**) and up to \$250 million in aggregate principal amount (as such amount may be increased in QVC's sole discretion, the **"Dutch Tender Cap"**) of its 7.50% Senior Secured Notes due 2019 (the **"Dutch Auction Notes"**) and together with the Any and All Notes, the **"Notes"**) on the terms and subject to the conditions set forth in the Offer to Purchase, dated as of March 4, 2013 (as it may be amended or supplemented from time to time, the **"Offer to Purchase"**).

Series of Notes	CUSIP Numbers	Outstanding Principal Amount Prior to Commencement of the Offers	Principal Amount Tendered on or Prior to the Any and All Expiration Date or the Dutch Auction Early Tender Deadline, as applicable	Principal Amount Accepted at Any and All Expiration Date or the Dutch Auction Early Tender Deadline, as applicable
Any and All Notes:				
7.125% Senior Secured Notes due 2017	747262AC7, U74900AB4	\$ 500,000,000	\$ 124,463,000	\$ 124,463,000
Dutch Auction Notes:				
7.500% Senior Secured Notes due 2019	747262AA1, 747262AB9, U74900AA6	\$ 1,000,000,000	\$ 230,708,000	\$ 230,708,000

Holders of the Any and All Notes that have been accepted for purchase will receive the total consideration of \$1,039.40 for each \$1,000 principal amount of the Any and All Notes purchased pursuant to the Offers. All of the tenders of Dutch Auction Notes were made at various bid prices within the acceptable bid price range of \$1,105.00 - \$1,120.00 per \$1,000 principal amount of Notes. Holders of the Dutch Auction Notes who validly tendered and did not withdraw their Dutch Auction Notes on or prior to the Dutch Auction Early Tender Deadline, and whose Dutch Auction notes are purchased pursuant to the Offers, will be entitled to receive the total consideration payable under the Offers, which includes an "Early Tender Payment" of \$30.00 for each \$1,000 principal amount of Dutch Auction Notes so purchased. Based on the modified Dutch Auction procedure as described in the Offer to Purchase, the total consideration for the Dutch Auction Notes is \$1,120 for each \$1,000 principal amount of Dutch Auction Notes. QVC expects to make payment for such accepted Any and All Notes and Dutch Auction Notes today.

Pursuant to the Offer to Purchase, holders of Dutch Auction Notes may tender their Notes after the Dutch Auction Early Tender Deadline. However, any such tender will not be entitled to receive the Early Tender Payment. The Offer for the Dutch Auction Notes will expire at 11:59 p.m., New York City Time, on April 1, 2013 unless extended (such time and date, as the same may be extended, the **"Dutch Auction Expiration Date"**).

As the withdrawal date of 5:00 p.m., New York City time, on March 15, 2013 has passed, previously tendered Dutch Auction Notes can no longer be withdrawn, and holders who tender Dutch Auction Notes after such withdrawal date will not have withdrawal rights unless otherwise required by applicable law.

Subject to and in accordance with applicable law, QVC reserves the right to amend, extend or terminate the Offer for the Dutch Auction Notes at any time prior to the Dutch Auction Expiration Date.

On March 18, 2013, QVC will send a written notice to the trustee for the indenture governing the Any and All Notes exercising its right to redeem the Any and All Notes that were not tendered pursuant to the Offers. QVC expects to close such redemption on or about April 17, 2013.

Additional Information

QVC has retained Barclays Capital Inc., J.P.Morgan Securities LLC and Wells Fargo Securities, LLC to act as the Lead Dealer Managers for the Offers. BNP Paribas Securities Corp., BofA Merrill Lynch and Morgan Stanley & Co. LLC are the Co-Dealer Managers for the Offers. Global Bondholder Services Corporation is the Information Agent and Depository for the Offers. Questions regarding the Offers should be directed to Barclays Capital Inc. at (800) 438-3242 (toll-free) or (212) 528-7581 (collect), J.P. Morgan Securities LLC at (866) 834-4666 (toll-free) or (212) 834-4811 (collect) and Wells Fargo Securities, LLC at (866) 309-6316 (toll-free) or (704) 410-4760 (collect). Requests

for documentation should be directed to Global Bondholder Services Corporation at (866) 470-3800 (toll-free) or (212) 430-3774 (for banks and brokers). This press release is for informational purposes only. This press release is not an offer to purchase or a solicitation of an offer to purchase with respect to any Notes or any other securities. The Offers are being made solely pursuant to the Offer to Purchase and related documents. The Offers are not being made to holders of Notes in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities, blue sky or other laws of such jurisdiction. In any jurisdiction in which the securities laws or blue sky laws require the Offers to be made by a licensed broker or dealer, the Offers will be deemed to be made on behalf of QVC by the Dealer Managers, or one or more registered brokers or dealers that are licensed under the laws of such jurisdiction. None of QVC, the Dealer Managers or the Information Agent makes any recommendation as to whether holders should tender or refrain from tendering their Notes. Holders must make their own decision as to whether to tender Notes and, if so, the principal amount of the Notes to tender.

Forward-Looking Statements

This press release includes certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including without limitation, statements about the completion of the Offers. These forward-looking statements involve many risks and uncertainties that could cause actual results to differ materially from those expressed or implied by such statements, including, without limitation, general market conditions. These forward looking statements speak only as of the date of this press release, and QVC expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statement contained herein to reflect any change in QVC's expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based. Please refer to the publicly filed documents of QVC, including the most recent Form 10-K for additional information about QVC and about the risks and uncertainties related to QVC's business which may affect the statements made in this press release.

Contact:
Courtnee Ulrich
720-875-5420

QVC Completes Issuance of \$1.05 Billion of New Senior Secured Notes

WEST CHESTER, Pa. (March 18, 2013) - QVC, Inc. announced today the completion of the previously announced offering of \$750 million principal amount of new 4.375% senior secured notes due 2023 and \$300 million principal amount of new 5.950% senior secured notes due 2043 (collectively, the "Notes"). The Notes will be secured by a first-priority lien on the capital stock of QVC, which is the same collateral that secures QVC's existing secured indebtedness and certain future indebtedness. The net proceeds from the offering will be used, together with cash on hand, to fund QVC's cash tender offer for any and all of its \$500 million aggregate principal amount of 7.125% senior secured notes due 2017 and up to \$250 million aggregate principal amount of its 7.50% senior secured notes due 2019. To the extent that the net proceeds from the sale of the Notes exceeds the amount of funds required to purchase the tendered notes, then any excess funds will be used for general corporate purposes, which may include the refinancing of indebtedness under QVC's senior secured credit facility. QVC, Inc. is a wholly-owned subsidiary of Liberty Interactive Corporation (Nasdaq: LINTA, LINTB, LVNTA, LVNTB).

The Notes were offered pursuant to an exemption under the Securities Act of 1933, as amended (the "Securities Act") only to Qualified Institutional Buyers as permitted under Rule 144A of the Securities Act, or outside the United States to certain persons in reliance on Regulation S under the Securities Act. The Notes have not been registered under the Securities Act and may not be offered or sold in the United States absent registration or an exemption from the registration requirements of the Securities Act.

In connection with the offering of the Notes, QVC has agreed, subject to certain conditions, to file a registration statement relating to a registered offer to exchange the Notes for new registered notes having substantially identical terms as the Notes.

This press release is for informational purposes only and does not constitute an offer to sell or the solicitation of an offer to buy the Notes, nor shall there be any sales of Notes in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

Forward-Looking Statements

This press release includes certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including without limitation, statements about the use of proceeds from the offering. These forward-looking statements involve many risks and uncertainties that could cause actual results to differ materially from those expressed or implied by such statements, including, without limitation, general market conditions. These forward looking statements speak only as of the date of this press release, and QVC expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statement contained herein to reflect any change in QVC's expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based. Please refer to the publicly filed documents of QVC, including the most recent Form 10-K for additional information about QVC and about the risks and uncertainties related to QVC's business which may affect the statements made in this press release.

Contact:
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SOURCE Liberty Interactive Corporation
